

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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|-------------------------------|---|------------------------------|
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| In re VEECO INSTRUMENTS, INC. | : | Case No.: 7:05-md-01695 (CM) |
| SECURITIES LITIGATION | : | |
| ----- | X | |
| ----- | X | |
| THIS DOCUMENT RELATES TO | : | |
| ALL ACTIONS | : | |
| ----- | X | |

**DECLARATION OF JEFFREY L. OSTERWISE IN SUPPORT
PLAINTIFFS' MOTION FOR PARTIAL RECONSIDERATION
OF THE COURT'S MARCH 9TH ORDER**

**(FILED UNDER SEAL PURSUANT TO CONFIDENTIALITY ORDER
DATED MAY 16, 2006)**

Jeffrey L. Osterwise, hereby declares as follows:

I, Jeffrey L. Osterwise, hereby declare under penalty of perjury pursuant to 28 U.S.C. § 1746 that the following is true and correct:

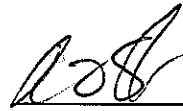
1. I am an associate of the law firm of Berger & Montague, P.C., lead counsel for Plaintiffs in this litigation.

2. I submit this Declaration in support of Plaintiffs' Motion For Partial Reconsideration of the Court's March 9, 2007 Order.

3. Attached hereto as Exhibits are true and correct copies of the following:

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|---|
| 1 | Relevant portions of the Transcript of the Deposition of Gary Reifert, dated February 13, 2007. |
| 2 | August 6, 2004 email from Gary Reifert to Bruce Huff. |
| 3 | July 1, 2004 email from Bruce Huff to Howard Brodie. |
| 4 | Veeco Instruments Inc. Analysis of Unrecorded Financial Statement Differences As of September 30, 2004. |
| 5 | November 8, 2004 Ernst & Young Consultation Memorandum. |
| 6 | Objections and Responses By Defendants to Lead Plaintiff's Requests for Admission and Second Set of Interrogatories and Second Request for Production of Documents to Defendants, dated January 31, 2007. |
| 7 | Relevant portions of the Transcript of the Deposition of Thomas Vollmer, dated January 10, 2007. |
| 8 | Relevant portions of the Transcript of the Deposition of Alex Frediericks, dated February 20, 2007. |

Dated: March 23, 2007

A handwritten signature in black ink, appearing to read "J. Osterwise", is written over a horizontal line.

Jeffrey L. Osterwise